

HELM

FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

May 14, 1999

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RECORDATION NO. **18288-F**

FILED

MAY 21 '99

10-00AM

Dear Mr. Williams:

Enclosed are two (2) originals of the Memorandum of Amendment to Lease ("Memorandum") dated as of January 26, 1999 which is intended to evidence **Amendment No. 5** dated as of January 26, 1999 to the **Lease of Railroad Equipment** dated as of April 1, 1993, as amended, between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Lessee: Arch Coal Sales, Inc.
City Place One, Suite 350
St. Louis, MO 63141

The equipment involved in this transaction is as follows:

Equipment: Two hundred (200) coal hopper railcars as more fully described in Schedule A attached hereto.

Please file this Memorandum as a supplementary document to Recordation No. 18288 filed on June 30, 1993 and return one (1) stamped original to my attention. A check covering the twenty-six dollar (\$26.00) filing fee is enclosed.

Sincerely,



Alison Drain
Document Administrator

/ad
Enclosures (2)

RECORDATION NO

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MAY 21 '99

10-00AM

**MEMORANDUM OF
AMENDMENT TO LEASE**

THIS MEMORANDUM OF AMENDMENT OF LEASE OF RAILROAD EQUIPMENT ("Memorandum") dated as of January 26, 1999 is intended to evidence Amendment No. 5 dated as of January 26, 1999 to the Lease of Railroad Equipment dated as of April 1, 1993, as amended ("Lease"), between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and ARCH COAL SALES COMPANY, INC., a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11301. The Lease was filed under Recordation No. 18288 on June 30, 1993. Lessor has the right to lease the rail equipment, more fully described in Schedule A hereto ("Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

LESSOR**HELM FINANCIAL CORPORATION**By: 

Print Name: Richard C. Kirchner

Title: President

LESSEE**ARCH COAL SALES COMPANY, INC.**By: 

Print Name: DAVE WARNECKE

Title: VP

SCHEDULE A

To the Memorandum of Amendment to Lease dated January 26, 1998

GROUP A UNITS

Equipment Description

One hundred fifty (150) open top coal hopper railcars

Reporting Mark and Number		Reporting Mark and Number		Reporting Mark and Number	
1	HLMX 33000	51	HMJX 40380	101	HMJX 87427
2	HLMX 33012	52	HMJX 87009	102	HMJX 87454
3	HLMX 33018	53	HMJX 87021	103	HMJX 87459
4	HLMX 33020	54	HMJX 87026	104	HMJX 87466
5	HLMX 33023	55	HMJX 87035	105	HMJX 87467
6	HLMX 33027	56	HMJX 87046	106	HMJX 87471
7	HLMX 33031	57	HMJX 87066	107	HMJX 87472
8	HLMX 33033	58	HMJX 87072	108	HMJX 87476
9	HLMX 33036	59	HMJX 87086	109	HMJX 87478
10	HLMX 33038	60	HMJX 87096	110	HMJX 87499
11	HLMX 33040	61	HMJX 87105	111	HMJX 100000
12	HLMX 33043	62	HMJX 87107	112	HMJX 100001
13	HLMX 33044	63	HMJX 87110	113	HMJX 100002
14	HLMX 33051	64	HMJX 87124	114	HMJX 100003
15	HLMX 33052	65	HMJX 87138	115	HMJX 100004
16	HLMX 33054	66	HMJX 87160	116	HMJX 100007
17	HLMX 33057	67	HMJX 87169	117	HMJX 100008
18	HLMX 33072	68	HMJX 87172	118	HMJX 100009
19	HLMX 33113	69	HMJX 87177	119	HMJX 100010
20	HLMX 33124	70	HMJX 87184	120	HMJX 100011
21	HLMX 33131	71	HMJX 87192	121	HMJX 100012
22	HLMX 33138	72	HMJX 87194	122	HMJX 100013
23	HLMX 33139	73	HMJX 87195	123	HMJX 100014
24	HLMX 33144	74	HMJX 87205	124	HMJX 100015
25	HLMX 33172	75	HMJX 87207	125	HMJX 100019
26	HLMX 33175	76	HMJX 87232	126	HMJX 580112
27	HLMX 33176	77	HMJX 87233	127	HMJX 580202
28	HLMX 33177	78	HMJX 87241	128	HMJX 580217
29	HLMX 33178	79	HMJX 87246	129	HMJX 580286
30	HLMX 33179	80	HMJX 87248	130	HMJX 580354
31	HLMX 33180	81	HMJX 87249	131	HMJX 580438
32	HLMX 33182	82	HMJX 87254	132	HMJX 580508
33	HLMX 33184	83	HMJX 87259	133	HMJX 580533
34	HLMX 34002	84	HMJX 87277	134	HMJX 580547
35	HLMX 34003	85	HMJX 87280	135	HMJX 580583
36	HLMX 36345	86	HMJX 87288	136	HMJX 580612
37	HLMX 40012	87	HMJX 87293	137	HMJX 580738
38	HLMX 40021	88	HMJX 87296	138	HMJX 580758
39	HLMX 40032	89	HMJX 87308	139	HMJX 580771
40	HLMX 40056	90	HMJX 87316	140	HMJX 580777
41	HLMX 40067	91	HMJX 87336	141	HMJX 580783
42	HLMX 40170	92	HMJX 87337	142	HMJX 580878
43	HLMX 40210	93	HMJX 87342	143	HMJX 580968
44	HLMX 40231	94	HMJX 87345	144	HMJX 580988
45	HMJX 40246	95	HMJX 87357	145	HMJX 581015
46	HMJX 40247	96	HMJX 87366	146	HMJX 581099
47	HMJX 40269	97	HMJX 87367	147	HMJX 581103
48	HMJX 40306	98	HMJX 87378	148	HMJX 581182
49	HMJX 40308	99	HMJX 87399	149	HMJX 581245
50	HMJX 40339	100	HMJX 87413	150	HMJX 581277

SCHEDULE A

To the Memorandum of Amendment to Lease dated January 26, 1998

GROUP B

Equipment Description

Forty-one (41) open top coal hopper railcars.

Reporting Mark and Number			Reporting Mark and Number			Reporting Mark and Number			Reporting Mark and Number		
1	HLMX	16320	11	HLMX	33094	21	HLMX	87706	31	HLMX	200016
2	HLMX	16327	12	HLMX	33096	22	HLMX	87712	32	HLMX	200019
3	HLMX	16331	13	HLMX	33098	23	HLMX	87746	33	HLMX	200025
4	HLMX	16337	14	HLMX	33101	24	HLMX	87755	34	HMJX	17101
5	HLMX	33076	15	HLMX	87603	25	HLMX	87756	35	HMJX	17108
6	HLMX	33082	16	HLMX	87605	26	HLMX	87758	36	HMJX	17114
7	HLMX	33085	17	HLMX	87628	27	HLMX	87763	37	HMJX	17125
8	HLMX	33087	18	HLMX	87643	28	HLMX	87779	38	HMJX	17139
9	HLMX	33088	19	HLMX	87662	29	HLMX	200002	39	HMJX	17140
10	HLMX	33089	20	HLMX	87703	30	HLMX	200013	40	HMJX	17173
									41	HMJX	17181

GROUP C

Equipment Description

Nine (9) open top coal hopper railcars.

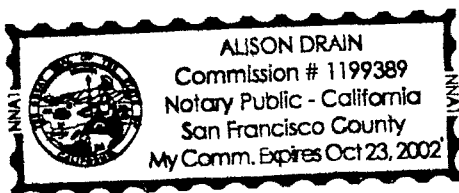
Reporting Mark and Number		
1	HLMX	6608
2	HLMX	6616
3	HLMX	6652
4	HLMX	6653
5	HLMX	6656
6	HLMX	6689
7	HLMX	6691
8	HLMX	6697
9	HLMX	6822

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On April 22nd, 1999, before me, Alison Drain, personally
appeared Richard C. Kirchner, President of HELM FINANCIAL CORPORATION,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.



Witness my hand and official seal.

Alison Drain
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF MISSOURI)
) S.S.
COUNTY OF ST. LOUIS)

On 4/16, 1999, before me, LINDA LEFARTH, personally
appeared DAVID WARNECKE, Vice President of ARCH COAL
SALES COMPANY, INC.,

— personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s)
whose name(s) is/are subscribed to the within instrument and
acknowledged to me that he/she/they executed the same in his/her/their
authorized capacity(ies), and that by his/her/their signature(s) on
the instrument the person(s), or the entity upon behalf of which the
person(s) acted, executed the instrument.

Witness my hand and official seal.

Linda Lefarth
SIGNATURE OF THE NOTARY

[Notarial Seal]

Linda Lefarth
Notary Public, State of Missouri
County of Jefferson
My Commission Exp 08/27/2000